

Name of Debtor (if individual, enter Last, First, Middle):
Southern Montana Electric Generation and Transmission Cooperative, Inc.

All Other Names used by the Debtor in the last 3 years
 (include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 3 years
 (include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
 (if more than one, state all): **72-1560392**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
 (if more than one, state all):

Street Address of Debtor (No. and Street, City, and State):
3521 Gabel Road; #5
Billings, MT

Street Address of Joint Debtor (No. and Street, City, and State):

59102

ZIP CODE

County of Residence or of the Principal Place of Business:
Yellowstone

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

ZIP CODE

ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

Cascade County, Montana

ZIP CODE

Type of Debtor
 (Form of Organization)
 (Check one box.)

- ☐ Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.
☒ Corporation (includes LLC and LLP)
☐ Partnership
☐ Other (If debtor is not one of the above entities,
 check this box and state type of entity below.)

Nature of Business
 (Check one box.)

- ☐ Health Care Business
☐ Single Asset Real Estate as defined in
 11 U.S.C. § 101(51B)
☐ Railroad
☐ Stockbroker
☐ Commodity Broker
☐ Clearing Bank
☒ Other

Chapter of Bankruptcy Code Under Which
 the Petition is Filed (Check one box.)

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11
☐ Chapter 12
☐ Chapter 13
☐ Chapter 15 Petition for
 Recognition of a Foreign
 Main Proceeding
☐ Chapter 15 Petition for
 Recognition of a Foreign
 Nonmain Proceeding

Nature of Debts
 (Check one box.)

- ☐ Debts are primarily consumer
 debts, defined in 11 U.S.C.
 § 101(8) as "incurred by an
 individual primarily for a
 personal, family, or house-
 hold purpose."
☐ Debts are primarily
 business debts.

Tax-Exempt Entity
 (Check box, if applicable.)

- ☒ Debtor is a tax-exempt organization
 under Title 26 of the United States
 Code (the Internal Revenue Code).

Filing Fee (Check one box.)

- ☒ Full Filing Fee attached.
☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach
 signed application for the court's consideration certifying that the debtor is
 unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must
 attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to
 insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment
 on 4/01/13 and every three years thereafter).

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes
 of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for
 distribution to unsecured creditors.

THIS SPACE IS FOR
 COURT USE ONLY

Estimated Number of Creditors

- ☐ 1-49 ☒ 50-99 ☐ 100-199 ☐ 200-999 ☐ 1,000-
 5,000 ☐ 5,001-
 10,000 ☐ 10,001-
 25,000 ☐ 25,001-
 50,000 ☐ 50,001-
 100,000 ☐ Over
 100,000

Estimated Assets

- ☐ \$0 to
 \$50,000 ☐ \$50,001 to
 \$100,000 ☐ \$100,001 to
 \$500,000 ☐ \$500,001
 to \$1
 million ☐ \$1,000,001
 to \$10
 million ☐ \$10,000,001
 to \$50
 million ☐ \$50,000,001
 to \$100
 million ☒ \$100,000,001
 to \$500
 million ☐ \$500,000,001
 to \$1 billion ☐ More than
 \$1 billion

Estimated Liabilities

- ☐ \$0 to
 \$50,000 ☐ \$50,001 to
 \$100,000 ☐ \$100,001 to
 \$500,000 ☐ \$500,001
 to \$1
 million ☐ \$1,000,001
 to \$10
 million ☐ \$10,000,001
 to \$50
 million ☐ \$50,000,001
 to \$100
 million ☒ \$100,000,001
 to \$500
 million ☐ \$500,000,001
 to \$1 billion ☐ More than
 \$1 billion

Voluntary Petition Southern Montana Electric Generation and Transmission

(This page must be completed and filed in every case.) Cooperative, Inc Debtor

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box.)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition Southern Montana Electric Generation and Transmission

(This page must be completed and filed in every case.)

Signatures Cooperative, Inc. Debtor

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Jon E. Doak
Printed Name of Attorney for Debtor(s)

Doak & Associates, P.C.
Firm Name

100 N. 27th Street; Suite 200
Address

P.O. Box 1875
Billings, MT 59103-1875

Address

406-896-8904
Telephone Number

October 21, 2011
Date

October 21, 2011

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Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Timothy Gregori
Printed Name of Authorized Individual

General Manager
Title of Authorized Individual

October 21, 2011
Date

October 21, 2011

October 21, 2011

October 21, 2011

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***CERTIFIED RESOLUTIONS OF
SOUTHERN MONTANA ELECTRIC GENERATION AND
TRANSMISSION COOPERATIVE, INC.***

WITNESSETH: That the following Resolutions were adopted Friday, October 21, 2011, at a duly noticed combined meeting of the Board of Trustees of ***Southern Montana Electric Generation and Transmission Cooperative, Inc.***, a Montana cooperative corporation organized under Title 35, Chapter 18 of the Montana Codes Annotated:

WHEREAS: ***Southern Montana*** is suffering an acute cash-flow crisis caused by issues with its power supply obligations, issues with payment and adjustment of its rates opposed by some of its members, litigation in multiple forums, and material loss of electricity supply load previously forecast by some members, and the Cooperative's officers have expressed their reasonable opinions that the Cooperative could, with protection from creditor actions afforded under the Bankruptcy Code, be reorganized into a viable economic enterprise capable of repaying all of its *bona fide* obligations and continuing to supply its members systems with all of their requirements for electric energy and ancillary services.

NOW, THEREFORE, BE IT RESOLVED THAT SOUTHERN MONTANA shall, on or before Wednesday, October 26, 2011, file for reorganization under Chapter 11 of the United States Bankruptcy Code, and the officers of and counsel for the Cooperative are authorized and directed to: prepare and file with the United States Bankruptcy Court for the District of Montana, Billings Division, all notices, petitions, schedules, disclosures, applications, statements, plans and other documents reasonably necessary or appropriate in connection with a Chapter 11 reorganization proceeding; retain the law firm of Doak & Associates, P.C. on such terms and conditions as the officers deem reasonable to represent the Cooperative in the preparation and filing of such documents and in all other respects in connection with such reorganization proceeding; to retain the accounting firm of Douglas Wilson & Company on such terms and conditions as the officers deem reasonable to assist the Cooperative and its counsel in connection with the reorganization proceeding; and to take such other measures and perform all other tasks that the officers in the exercise of their judgment and discretion deem necessary or appropriate to the reorganization and restructuring of the Cooperative and its assets and liabilities under Chapter 11 of the Bankruptcy Code;

BE IT FURTHER RESOLVED THAT either of the Cooperative's President, William FitzGerald, or its General Manager, Tim Gregori, may execute on the Company's behalf any notices, petitions, schedules, disclosures, applications, statements, plans or other documents reasonably necessary or appropriate in connection with the Cooperative's Chapter 11 reorganization proceeding.

*I, the undersigned, the duly elected Secretary of **Southern Montana Electric Generation and Transmission Cooperative, Inc.**, a Montana cooperative corporation, hereby certify that the foregoing Resolutions were adopted by majority vote of all those Trustees in attendance at an October 21, 2011 meeting of the Board of Trustees at which a quorum of the Trustees were in attendance; and that such Resolutions remain in full force and effect and have not since such meeting been modified, rescinded or superceded.*



Joe Dirkson, Secretary

UNITED STATES BANKRUPTCY COURT*District of Montana*In re Southern Montana Electric Generation and
Transmission Cooperative, Inc.

Case No. _____

Debtor

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code of creditor</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
PPL EnergyPlus, LLC 2 North Ninth Street Allentown, PA 18101	PPL EnergyPlus, LLC 2 North Ninth Street Allentown, PA 18101	Power Purchase	Disputed	\$7,584,243.28
National Rural Utilities CFC 20701 Cooperative Way Dulles, VA 20166	National Rural Utilities CFC 20701 Cooperative Way Dulles, VA 20166	Line of Credit		\$3,000,000.00
First Interstate Bank P. O. Box 5010 Great Falls, MT 59403	First Interstate Bank P. O. Box 5010 Great Falls, MT 59403	Bank Line of Credit		\$1,856,369.86
EPC Services, Inc. 3521 Gabel Road Billings, MT 59102	EPC Services, Inc. 3521 Gabel Road Billings, MT 59102	Construction		\$1,858,605.92

UNITED STATES BANKRUPTCY COURT*District of Montana*In re Southern Montana Electric Generation and
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(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code of creditor</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Bonneville Power Administration P. O. Box 3621 Portland, OR 97208	Bonneville Power Administration P. O. Box 3621 Portland, OR 97208	Power Purchase		\$1,164,610.75
Corval Group 1633 Eustis Street St. Paul, MN 55108	Corval Group 1633 Eustis Street St. Paul, MN 55108	Construction	Disputed	\$ 870,202.30
Stanley Consultants 8000 S Chester St Centennial, CO 80112	Stanley Consultants 8000 S Chester St Centennial, CO 80112	Engineering		\$ 917,187.67
LS Jensen 4685 Mullen Rd Missoula, MT 59808	LS Jensen 4685 Mullen Rd Missoula, MT 59808	Construction		\$ 682,344.05

UNITED STATES BANKRUPTCY COURT*District of Montana*In re Southern Montana Electric Generation and
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<i>Name of creditor and complete mailing address, including zip code of creditor</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
The Energy Corp 126 Pine View Loop Bastrop, TX 78602	The Energy Corp 126 Pine View Loop Bastrop, TX 78602	Construction		\$ 526,728.61
Land Supply, Inc. P. O. Box 80746 Billings, MT 59108	Land Supply, Inc. P. O. Box 80746 Billings, MT 59108	Construction		\$ 178,500.00
ATCO Structures & Logistics, Ltd 5115 Crowchild Trail SW Calgary, AB T3E 1T9 Canada	ATCO Structures & Logistics, Ltd 5115 Crowchild Trail SW Calgary, AB T3E 1T9 Canada	Construction	Disputed	\$ 171,382.70
Edwards, Frickle & Culver P. O. Box 20039 Billings, MT 59108	Edwards, Frickle & Culver P. O. Box 20039 Billings, MT 59108	Legal Services		\$ 276,207.35

UNITED STATES BANKRUPTCY COURT*District of Montana*In re Southern Montana Electric Generation and
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Energy West Montana P. O. Box 2229 Great Falls, MT 59403	Energy West Montana P. O. Box 2229 Great Falls, MT 59403	Gas purchases and Project related payments		\$ 158,377.80
E3 Consulting 3333 S Bancroft St Suite 500 Engelwood, CO 80110	E3 Consulting 3333 S Bancroft St Suite 500 Engelwood, CO 80110	Consulting Services		\$ 102,771.01
Covington & Burling 1201 Pennsylvania Avenue, NW Washington, DC 20004	Covington & Burling 1201 Pennsylvania Avenue, NW Washington, DC 20004	Legal Services		\$ 55,752.84

UNITED STATES BANKRUPTCY COURT*District of Montana*In re Southern Montana Electric Generation and
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(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code of creditor</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
GE Packaged Power, Inc. 1333 W Loop South Houston, TX 77027	GE Packaged Power, Inc. 1333 W Loop South Houston, TX 77027	Spare parts		\$ 49,145.00
Grass Man Tractor Services 512 51 st Street S Great Falls, MT 59405	Grass Man Tractor Services 512 51 st Street S Great Falls, MT 59405	Construction		\$ 20,378.97
Proven Compliance Solutions, Inc. 200 S Executive Dr Suite 101 Brookfield, WI 53005	Proven Compliance Solutions, Inc. 200 S Executive Dr Suite 101 Brookfield, WI 53005	Consulting Services		\$ 15,603.22

UNITED STATES BANKRUPTCY COURT*District of Montana*

In re Southern Montana Electric Generation and
Transmission Cooperative, Inc.
Debtor

Case No. _____

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Electrical Consultants, Inc. 3521 Gabel Rd Billings, MT 59102	Electrical Consultants, Inc. 3521 Gabel Rd Billings, MT 59102	Engineering		\$ 12,426.94
Energy West Resources, Inc. P. O. Box 1526 Great Falls, MT 59403	Energy West Resources, Inc. P. O. Box 1526 Great Falls, MT 59403	Consulting Services		\$ 6,200.00

In re Southern Montana Electric Generation and
Transmission Cooperative, Inc.

Case No. _____

Debtor

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

***DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP***

I, Timothy Gregori, the general manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 21, 2011

Signature: /s/ **TIMOTHY GREGORI**
TIMOTHY GREGORI
GENERAL MANAGER

Penalty for making a false statement or concealing property: Fine of up to \$500,000.00
or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571